



Draft of Proposed Bylaws Revisions
 American Society for Eighteenth-Century Studies
 May 6, 2024

Original	Proposed
<p>ARTICLE I. NAME</p> <p>The name of this Society shall be The American Society for Eighteenth-Century Studies.</p>	<p>ARTICLE I. NAME</p> <p>The name of this Society is The American Society for Eighteenth-Century Studies.</p>
<p>ARTICLE II. PURPOSE</p> <p>Section 1. The purpose of this Society shall be the encouragement and advancement of studies and research in the history of eighteenth-century culture in its broadest sense. The Society shall be a general not-for-profit corporation as described in the appropriate section(s) of the Internal Revenue Code of the United States of America and shall meet requirements set forth under said Code.</p> <p>Section 2. The Society shall carry out its stated purpose by promoting the exchange of information and ideas among members of the various scholarly disciplines engaged in eighteenth-century studies through interdisciplinary meetings, publications, joint research, and any other means it may deem appropriate.</p>	<p>ARTICLE II. PURPOSE</p> <ol style="list-style-type: none"> 1) The purpose of this Society is the encouragement and advancement of studies and research on eighteenth-century culture in its broadest sense. The Society is a general not-for-profit corporation and is organized and operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of the United States of America (as amended, or the corresponding provisions of any future United States Internal Revenue Law) and must meet requirements set forth under said Code as well as relevant state requirements. 2) The Society promotes the exchange of information and ideas among members of the various scholarly fields engaged in eighteenth-century studies through interdisciplinary meetings, publications, joint research, and any other means it may deem appropriate.

<p>ARTICLE III. MEMBERSHIP AND DUES</p> <p>Section 1. Membership in the Society shall be open to any person or institution interested in the purposes of the Society upon payment of one year's dues. Only members in good standing shall have the right to vote, and only regular and sponsoring members shall hold office.</p> <p>Section 2. a) There shall be the following membership categories: regular members; student members; sponsoring members; and institutional members. b) The dues within each category shall be determined by the Executive Board with advance notice of any change in dues published in at least one of the Society's publications, as stipulated in the Bylaws. c) The dues shall include a subscription to the Society's journal and shall, in any category, cover at least the actual printing and postage costs of all publications sent to members in that category.</p> <p>Section 3. The members of the Society shall be divided into disciplinary categories, established in the Bylaws, for holding office and for distribution of membership on certain committees and boards. The disciplinary categories shall represent the range of intellectual interests of the membership and the fundamental multidisciplinary commitment of the Society.</p>	<p>ARTICLE III. MEMBERSHIP AND DUES</p> <ol style="list-style-type: none"> 1) Membership in the Society is open to any person or institution interested in the purposes of the Society upon payment of at least one year's dues. 2) Only members in good standing have the right to vote, petition, join committees, or hold either elected or appointed office. 3) The Board of Directors has the authority to establish and define voting and non-voting categories and qualifications of membership and to determine the dues.
<p>ARTICLE IV. AFFILIATION</p> <p>Section 1. The Executive Board may apply for membership for the Society in appropriate scholarly organizations.</p> <p>Section 2. Applications for affiliation to the Society by local, regional, and other scholarly organizations may be accepted by the Executive Board when, ascertaining that the nature and activity of the organization reflect</p>	<p>ARTICLE IV. AFFILIATIONS</p> <ol style="list-style-type: none"> 1) The Board of Directors may apply for membership for the Society in appropriate scholarly organizations. 2) Applications for affiliation to the Society by local, regional, and other scholarly organizations may be accepted by the Board of Directors when it deems such affiliation

<p>the purposes of the Society, it deems such affiliation appropriate. The affiliation shall continue until the Executive Board accedes to the request of an affiliated society to dissolve the affiliation, or so long as the nature and activity of the affiliated organization reflect the purposes of the Society.</p>	<p>appropriate because the nature and activity of the organization reflect the purposes of the Society. The affiliation continues until the Board of Directors accedes to the request of an affiliated society to dissolve the affiliation, or when the affiliated organization has ceased to maintain an active affiliation, or so long as the nature and activity of the affiliated organization reflect the purposes of the Society.</p>
<p align="center">ARTICLE V. OFFICERS</p> <p>Section 1. The elected officers shall be the President, the First Vice President, and the Second Vice President. The appointed officers shall be the Executive Director and the Treasurer.</p> <p>Section 2. The President shall be elected for a one-year term and shall be ineligible for reelection to this office for five years. It shall be the President's duty: to preside at meetings of the Executive Board and to convene the Steering Committee of the Executive Board; to preside at the Business Meeting of the Society at the Annual Meeting; to formulate policies and projects for presentation to the Executive Board in accord with chartered obligations of the Society; and to fulfill the obligations of the office as set forth in Robert's Rules of Order.</p> <p>Section 3. a) The First Vice President shall be elected for a one-year term and shall be ineligible for reelection to this office for five years. The First Vice President shall be a member of the Executive Board and of the Steering Committee for the Executive Board and shall have such duties as are determined from time to time by the Executive Board. b) If the office of President shall become vacant, the First Vice President shall become President.</p> <p>Section 4. a) The Second Vice President shall be elected for a one-year term and shall be ineligible for reelection to this office for five years. The Second Vice President shall be a</p>	<p align="center">ARTICLE V. BOARD OF DIRECTORS</p> <p>1) The Board of Directors is the governing body of the Society. It comprises the elected and appointed officers; the immediate Past President of the Society; and six additional members elected by the members of the Society for three-year terms, with two members being replaced each year. The Board will reflect ASECS' commitment to diversity among its members, as well as of geographical, linguistic, and scholarly expertise.</p> <p>2) No member of the Board of Directors may hold office for more than one three-year term, except in one of the following cases:</p> <ul style="list-style-type: none"> a. When a member is elected as an Officer of the Society either during or upon completion of a term on the Board, the member may serve more than a three-year term. b. After a member has passed a period of at least three years without being a voting member of the Board, the member may again be elected to a full three-year term. c. The Immediate Past President is a non-voting ex-officio member of the Board.

member of the Executive Board and shall have such other duties as are determined from time to time by the Executive Board. b) If the office of the First Vice President shall become vacant, the Second Vice President shall become First Vice President.

Section 5. Nominees for Second Vice President shall be members of a discipline different than that of the First Vice President. This restriction shall not apply should a person elected to one office serve the unexpired term of a person elected to the office of President or of First Vice President.

Section 6. The Executive Director shall be the chief administrative officer of the Society. It shall be the Executive Director's duty, under the direction of the Executive Board: to oversee the affairs of the Society; to administer the day-to-day business of the Society and to be responsible for the continuing operations of the Society; to prepare and circulate a newsletter and other notices, bulletins, or communications to the members; to coordinate the Society's scholarly publications and to supervise the publication, editing and distribution of all other ASECS publications; to advise the Board in arranging the Society's elections with the assistance of a Nominating Committee; to participate in the formulation of policies and projects for submission to the Executive Board; to assist the President in preparing for meetings of the Executive Board; to work with the Treasurer in managing the financial affairs of the Society including the preparation of the annual budget; to execute the instructions of the Board; to oversee the activities of affiliated organizations; to direct various fellowship and prize programs; to establish and maintain relations with other learned societies; and to perform such other duties as the Board may direct. The Executive Director shall report to the Board at the time(s) it designates and shall be an ex officio member of the Executive Board and of the Steering Committee of the Executive Board without

d. When a vacancy occurs among the members of the Board who are not Officers in the period between elections, the Board may fill the vacancy temporarily with a recent member of the Board. The vacancy must be filled permanently at the next election.

3) The Board of Directors determines the policies, manages the property, conducts the business, and cares for the general interests of the Society.

a. It fixes the amount of the dues and the date upon which any change of dues becomes effective. Ninety (90) days' notice must be given to membership before a due change becomes effective.

b. It appoints the standing committees and such other committees as it deems necessary.

c. It may authorize its officers to employ persons to carry on the business of the Society.

d. The Board of Directors calls an Annual Meeting at a place and time it deems appropriate. It approves the agenda for the Business Meeting to be held at the time of the Annual Meeting. In emergencies, it has the power to cancel the Annual Meeting or to change its date, location, or modality.

4) The Board of Directors meets at least once a year at the time of the Annual Meeting of the Society and at such other times as it may determine, or at the call of the President, or, if the

<p>vote.</p> <p>Section 7. The Treasurer shall administer all the financial affairs of the Society. It shall be the Treasurer's duty, under the direction of the Executive Board: to be responsible for the receipt and disbursement of the monies of the Society in a manner consonant with the Society's purposes and interests, to arrange for the safekeeping of the assets of the Society and to do so in the most advantageous and secure means possible. The Treasurer (with the assistance of the Executive Director) shall prepare and present the annual budget to the Executive Board, shall report to the Board at its pleasure, and shall provide a written annual report to the Board on the date it designates. The Treasurer shall report to members of the Society at the annual Business Meeting and by means of an abridged report in a publication of the Society.</p> <p>The Treasurer shall cooperate in an annual audit of the Society's affairs and shall recommend to the Board for its approval a competent auditor for that task. The Treasurer shall be a member of the Executive Board and of the Steering Committee of the Executive Board with vote.</p> <p>Section 8. The Executive Director and the Treasurer shall be appointed by the Executive Board for a specified term not to exceed three years and may be reappointed.</p>	<p>President is unable to act, at the call of the First Vice President, or, if both are unable to act, at the call of the Second Vice President, or at the written request of at least four voting members of the Board of Directors directed to the Executive Director, who gives at least twenty-one (21) days' notice of the meeting to all members of the Board of Directors.</p> <p>5) A quorum of the Board of Directors is a majority of the voting members, one of whom must be the President, the First Vice President, or the Second Vice President.</p> <p>6) To transact business in the interim between meetings of the Board of Directors, there is an Executive Committee of the Board of Directors composed of the President, the First Vice President, the Second Vice President, the appointed officers, and one other member of the Board, elected annually by the Board. In the conduct of its business, the Executive Committee is subject to the direction of the Board of Directors.</p>
<p>ARTICLE VI. THE EXECUTIVE BOARD</p> <p>Section 1. a) The Executive Board shall be the governing body of the Society. It shall be constituted of the following members: the elected and appointed officers; the immediate Past President of the Society; and six additional members elected by the members of the Society for three-year terms, with two members being replaced each year. b) No member of the Executive Board may hold office for more than one three-year term, except in one of the following cases: (i)</p>	<p>ARTICLE VI. OFFICERS OF THE BOARD OF DIRECTORS</p> <p>1) The elected officers are the President, the First Vice President, and the Second Vice President.</p> <p>a. The President is elected for a one-year term and is ineligible for reelection to this office for five years. Duties of the President include: presiding at meetings of the Board of</p>

<p>When a member is elected as an officer of the Society either during or upon completion of a term on the Board, the member may serve more than a three-year term. (ii) After a member has passed a period of at least three years of non-membership on or three years without being a voting member of the Board, the member may again be elected to a full three-year term. (iii) At the conclusion of a term as a voting member of the Board, a Past President becomes an honorary member of the Board, is to be notified of its meetings, and may attend Board meetings. (iv) When a vacancy occurs among the members of the Board who are not officers in the period between elections, the Board may fill the vacancy temporarily with a recent member of the Board. The vacancy shall be filled permanently at the next election.</p> <p>Section 2. No more than three members of the Executive Board, excluding the Executive Director and Treasurer, shall be members of the same discipline.</p> <p>Section 3. The Executive Board shall determine the policies, manage the property, conduct the business, and care for the general interests of the Society. It shall fix the amount of the dues and the date upon which any change of dues becomes effective (subject to provisions in Article III above). It shall appoint the standing committees and such other committees as it deems necessary. It may authorize its officers to employ persons to carry on the business of the Society. The Executive Board shall call and be responsible for an Annual Meeting at a place and time it deems appropriate. It shall approve the agenda for the Business Meeting to be held at the time of the Annual Meeting. It shall, in emergencies, have the power to cancel the Annual Meeting or to change its date or location. The Executive Director shall report the Board's deliberations and actions to the membership at the Business Meeting and in one of the Society's publications.</p> <p>Section 4. The Executive Board shall meet at least once a year at the time of the Annual</p>	<p>Directors; convening the Executive Committee of the Board of Directors; presiding at the Business Meeting of the Society at the Annual Meeting; and formulating policies and projects for presentation to the Board of Directors in accord with chartered obligations of the Society.</p> <p>b. The First Vice President is elected for a one-year term and is ineligible for reelection to this office for five years. If the office of President becomes vacant, the First Vice President becomes President. Duties of the First Vice President include assisting the President in carrying out their duties, and other assignments as determined by the Board of Directors.</p> <p>c. The Second Vice President is elected for a one-year term and is ineligible for reelection to this office for five years. The presidential line will reflect ASECS' commitment to diversity among its members, as well as geographical, linguistic, and scholarly expertise. If the office of the First Vice President becomes vacant, the Second Vice President becomes First Vice President. Duties of the Second Vice President include assisting the President and First Vice President in carrying out their duties, and other assignments as determined by the Board of Directors.</p> <p>2) The appointed officers are the Executive Director, the Treasurer, the Secretary, the Graduate Student and Early Career Representative, and the</p>
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<p>Meeting of the Society and at such other times as it may determine, or at the call of the President, or, if the President is unable to act, at the call of the First Vice President, or, if both are unable to act, at the call of the Second Vice President, or at the written request of at least four voting members of the Executive Board directed to the Executive Director, who shall give ample notice of the meeting, as stipulated in the Bylaws, to all members of the Executive Board.</p> <p>Section 5. A quorum of the Executive Board shall be fifty-one percent (51%) of the members, one of whom shall be the President, the First Vice President, or the Second Vice President.</p> <p>Section 6. To transact business in the interim between meetings of the Executive Board, there shall be a Steering Committee of the Executive Board composed of the President, the First Vice President, the Second Vice President, the appointed officers, and one other member of the Board, elected annually by the Board. In the conduct of its business, the Steering Committee shall always be subject to the direction of the Executive Board.</p>	<p>Parliamentarian. Appointed officers are appointed by the Board of Directors for a specified term and may be reappointed. Offices may be combined if the Board of Director deems that the roles are compatible.</p> <p>3) The Executive Director is the chief administrative officer of the Society. The Executive Director reports to the Board of Directors at the time(s) it designates and is ex-officio member without vote of the Board of Directors and of the Executive Committee of the Board of Directors. The Executive Director is chosen by the Board of Directors and holds office for such terms and under such conditions as the Board of Directors may specify. Under direction of the Board of Directors, the Executive Director:</p> <ul style="list-style-type: none"> a. oversees the affairs of the Society b. is responsible for the continuing operations of the Society c. supervises the work of its committees, and is an ex-officio non-voting member of all committees, but will not be present for discussion of personnel issues about the Executive Director d. assists in the formulation of policies and projects for submission to Board of Directors e. executes instructions of the Board of Directors <p>4) The Treasurer administers all the financial affairs of the Society. The Treasurer is an ex-officio member of the Board of Directors and of the Executive Committee of the Board of</p>
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	<p>Directors. The Treasurer:</p> <ul style="list-style-type: none"> a. collaborates with the Executive Director and the staff of the Society in the preparation of the budget and its presentation to the Board of Directors annually b. assists the Executive Director in the preparation of the annual review of the Society’s financial position and procedures and reviews the results as needed. If appropriate upon review, the Treasurer may recommend the conduct of a financial audit to the Board of Directors. c. advises the Board of Directors as necessary on the financial implications of Board of Directors’ actions <p>5) The Secretary is responsible for the agenda and minutes of the meetings of the Board of Directors and the Executive Committee. This office may be combined with another compatible office. If not combined with another office, the Secretary is a voting ex-officio member of the Board of Directors.</p> <p>6) One representative on the Board of Directors will be a graduate student or early career scholar, normally elected by the caucus devoted to graduate student and early career scholars. If there is no elected chair of that caucus, then the graduate and early career representative is appointed by the Board of Directors. This voting ex-officio member represents graduate and early career scholars on the Board of Directors.</p> <p>7) The Parliamentarian is an ex-officio member of the Board of Directors without vote. The Parliamentarian</p>
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	<p>advises and assists the President or their designee in preparing for and presiding over meetings. Other duties of the Parliamentarian include assisting the Membership of the Society in following these Bylaws and the parliamentary authority adopted by the Society; consulting over changes to the Bylaws; explaining procedures such as how to make motions; advising on how to increase the productivity and efficiency of meetings; and assisting with the coordinating and management of the nomination and election process.</p> <p>8) Removal of Directors elected by the Members. A Director elected by the membership may be removed by the membership in accordance with the law of the state of incorporation by the affirmative vote of two-thirds of the members present and voting at a meeting of members entitled to vote.</p>
<p>ARTICLE VII. ELECTIONS</p> <p>Section 1. The elections of the Society shall be conducted annually by an electronic ballot under the direction of the Executive Director.</p> <p>Section 2. The Nominating Committee, consisting of at least three members of the Society, shall be appointed by the Executive Board. The Chairperson of the Committee shall be appointed by the Board. No more than two members of the Committee may be from the same discipline.</p> <p>Section 3. Nominations may be made by the Committee or by petition according to the following procedure:</p>	<p>ARTICLE VII. ELECTIONS</p> <p>1) The elections of the Society are conducted annually by an electronic ballot under the direction of the Executive Director.</p> <p>2) Nominations may be made by the Committee or by petition according to the following procedure:</p> <p>a) The Nominating Committee, having ascertained the willingness of each nominee to serve if elected, makes two nominations for each vacancy among the additional members of the Board of Directors and for the office of Second Vice</p>

<p>a) The Nominating Committee, having ascertained the willingness of each nominee to serve if elected, shall make two nominations for each vacancy among the additional members of the Executive Board and for the office of Second Vice President with due regard to the distribution of disciplines as specified in Article V, Section 5, and Article VI, Section 2, above. The Nominating Committee shall nominate the First Vice President for President and the Second Vice President for First Vice President if each consents to serve.</p> <p>b) Whenever the First Vice President does not consent to serve as President, the Second Vice President, if he/she consents, shall be nominated for President and the Nominating Committee shall make two nominations for the office of First Vice President. Whenever the Second Vice President does not consent to serve as First Vice President, the Nominating Committee shall also make two nominations for the office of First Vice President.</p> <p>Section 4. The Nominating Committee shall make its report to the Executive Director amply in advance of the Business Meeting, as stipulated in the Bylaws. Its report shall be circulated to the membership in advance of the Annual Meeting together with instructions for the use of petitions to nominate for the office of Second Vice President (and, if necessary, First Vice President) as stipulated in Article VII, Section 3b above, and for the additional members of the Executive Board.</p> <p>Section 5. Nominations by petition for the offices stipulated in Section 3 above shall be made by members in good standing to the Executive Director amply in advance of the Annual Meeting, as stipulated in the Bylaws. A petition to be valid shall contain the signatures of at least twenty members in good standing and must be accompanied by a statement from the nominee declaring a</p>	<p>President. The slate of nominees should reflect ASECS' commitment to diversity among its members, as well as of geographical, linguistic, and scholarly expertise.</p> <p>b) The Nominating Committee nominates the First Vice President for President and the Second Vice President for First Vice President if each consents to serve. If the First Vice President does not consent to serve as President, the Second Vice President, if they consent, is nominated for President and the Nominating Committee makes two nominations for the office of First Vice President. If the Second Vice President does not consent to serve as First Vice President, the Nominating Committee also makes two nominations for the office of First Vice President.</p> <p>c) The Nominating Committee makes a report to the Executive Director and Parliamentarian at least seventy-seven (77) days in advance of the Annual Business Meeting. Once approved by the Executive Director, the Committee's report is circulated to the membership at least fifty-six (56) days in advance of the Annual Meeting together with instructions for the use of petitions to nominate for the office of Second Vice President (and, if necessary, First Vice President), and for the additional members of the Board of Directors.</p> <p>d) Nominations by petition for elected members of the Board of Directors may be made by</p>
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<p>willingness to serve if elected.</p> <p>Section 6. The Executive Director shall enter on the ballot the names proposed for officers of the Society and for elected members of the Executive Board by the Nominating Committee as well as names proposed by valid petition for an elective office except President and First Vice President (unless these offices are vacant).</p> <p>Section 7. The Executive Director shall provide voting instructions to all those eligible to vote well in advance of the first day of the Annual Meeting of the Society, as stipulated in the Bylaws.</p> <p>Section 8. A report of all duly cast electronic ballots received shall be presented to the Executive Board.</p> <p>Section 9. a) The candidate nominated for President shall be declared elected, and unless there is a contest for the office of First Vice President, the candidate nominated for that office shall be declared elected. b) The qualified candidate receiving the highest number of votes for the office of Second Vice President shall be declared elected. c) The qualified candidate(s) receiving the highest number of votes for the vacancies on the Executive Board shall be declared elected. d) In the event that balloting results in a tie, it shall be broken in a manner to be determined by the Executive Board.</p> <p>Section 10. The Executive Director shall announce the results of the balloting to the Executive Board and at the Business Meeting held at the Annual Meeting.</p> <p>Section 11. Officers and elected members of the Board, including the immediate Past President, shall officially begin their term of office on the first day of July following their election. If the office of Second Vice President or any seat on the Executive Board (except that of immediate Past President) becomes vacant before the scheduled</p>	<p>members in good standing and must be delivered to the Executive Director within fourteen (14) days following the publication of the election slate. Valid petitions contain the signatures of at least fifty (50) members in good standing and include a statement from the nominee declaring their willingness to serve if elected. Nominations by petition will be rejected if they violate the Bylaws or other Society policies and procedures.</p> <p>3) The Executive Director prepares a ballot with the names proposed for Officers of the Society and for elected members of the Board of Directors by the Nominating Committee as well as names proposed by valid petition for an elective office except President and First Vice President (unless these offices are vacant). The Executive Director provides voting instructions to all those eligible to vote at least twenty-eight (28) days prior to the Business Meeting held at the Annual Meeting. A report of all valid electronic ballots received is presented to the Board of Directors by the Executive Director.</p> <p>a) The candidate nominated for President is declared elected, and unless there is a contest for the office of First Vice President, the candidate nominated for that office is declared elected.</p> <p>b) The qualified candidate receiving the highest number of votes for the office of Second Vice President is declared elected.</p> <p>c) The qualified candidate(s) receiving the highest number of</p>
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<p>election to that position, the Executive Board, in consultation with the Nominating Committee, shall appoint a member of the Society to fill that office or seat until the next scheduled election. At that time, the Nominating Committee shall ensure that there are at least two candidates for any office or seat so filled, including that of the Second Vice Presidency or member of the Board.</p>	<p>votes for the vacancies on the Board of Directors are declared elected.</p> <p>d) In the event that balloting results in a tie, the Board of Directors votes to resolve the tie.</p> <p>e) The Executive Director announces the results of the balloting to the Board of Directors and at the Business Meeting held at the Annual Meeting.</p> <p>4) Officers and elected members of the Board, including the immediate Past President, begin their term of office on the first day of July following their election. If the office of Second Vice President or any seat on the Board of Directors (except that of immediate Past President) becomes vacant before the scheduled election to that position, the Board of Directors, in consultation with the Nominating Committee, appoints a member of the Society to fill that office or seat until the next scheduled election. At that time, the Nominating Committee ensures that there are at least two candidates for any office or seat so filled, including that of the Second Vice Presidency or member of the Board.</p>
<p>ARTICLE VIII. COMMITTEES AND ADDITIONAL APPOINTIVE POSITIONS</p> <p>Section 1. The Executive Board may, at its discretion and for such terms of office as it may decide, appoint standing committees, ad hoc committees and create additional positions.</p> <p>Section 2. Members of such committees and holders of such appointive positions may serve as consultants to the Executive Board but shall have no vote at Board meetings</p>	<p>ARTICLE VIII. COMMITTEES AND ADDITIONAL APPOINTIVE POSITIONS</p> <p>1) The Board of Directors may, at its discretion and for such terms of office as it may decide, appoint ad hoc committees, and create additional positions.</p> <p>a) Members of such committees and holders of such appointive positions may serve as</p>

<p>unless they are members of the Executive Board.</p> <p>Section 3. The Executive Board shall define the duties of all standing and ad hoc committees and of the additional positions it creates, and the Executive Director shall inform the members of the Society of the Board's actions and of the actions of these committees through a newsletter or by any other appropriate means.</p>	<p>consultants to the Board of Directors but have no vote at Board meetings unless they are members of the Board of Directors.</p> <p>b) The Board of Directors defines the duties of all standing and ad hoc committees and of the additional positions it creates. The Executive Director is ex-officio member of all committees and informs the members of the Society of the Board's actions and of the actions of these committees through a newsletter or by any other appropriate means.</p> <p>2) The Standing Committees of the Society are as follows:</p> <p>a) The Board of Directors appoints a Committee on the Annual Meeting, composed of members representing the range of intellectual interests of the membership and the Society's fundamental commitment to diversity of scholarly expertise.</p> <p>b) The Nominating Committee, consisting of at least three members of the Society, is constituted annually by the Board. The Chairperson of the Committee is appointed by the Board. Nominating Committee members may not simultaneously serve as Board members. The Nominating Committee is charged with producing an annual slate of candidates that reflects the diversity of ASECS members and their geographical, linguistic, and scholarly expertise; and advances the society's commitment to multidisciplinary.</p> <p>c) The Committee on Anti-</p>
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	<p>Harassment is charged with investigating, and adjudicating complaints from any participant in an ASECS-sponsored activity regarding the violation of the Policy.</p>
<p>ARTICLE IX. MEETINGS</p> <p>Section 1. There shall be an Annual Meeting of the Society to be held at a time and place determined by the Executive Board; normally, twelve months' notice of the place and time shall be given to all members. In an emergency, the Executive Board shall have the power to cancel or change the date or location of the Annual Meeting.</p> <p>Section 2. Other special meetings of the Society may be arranged at the discretion of the Executive Board, but no business affecting the whole membership of the Society shall be discussed or concluded at such meetings unless advance notice, as stipulated in the Bylaws, has been given to all members.</p> <p>Section 3. The Annual Meeting shall be conducted under the direction of the Executive Board in recognition of and on behalf of the scholarly interests of the members of the Society.</p> <p>Section 4. The Executive Board shall appoint a Committee on the Annual Meeting, which shall be composed of members representing the range of intellectual interests of the membership and the fundamental multidisciplinary commitment of the Society.</p> <p>Section 5. The rules, guidelines, and instructions established by the Executive Board for the conduct of the Annual Meeting shall be available in "The Handbook of the Annual Meeting," published annually in one of the Society's publications and sent to all organizers of sessions of the Annual Meeting.</p> <p>Section 6. The Executive Board shall call a</p>	<p>ARTICLE IX. MEETINGS</p> <ol style="list-style-type: none"> 1) The Annual Meeting is conducted under the direction of the Board of Directors in recognition of and on behalf of the scholarly interests of the members of the Society. The Annual Meeting of the Society will be held at a time and place determined by the Board of Directors; normally, twelve months' notice of the place and time is given to all members. In an emergency, the Board of Directors has the power to cancel or change the date, location, or modality of the Annual Meeting. 2) Other special meetings of the Society may be arranged at the discretion of the Board of Directors, but no business affecting the whole membership of the Society may be discussed or concluded at such meetings unless advance notice of 30 days has been given to all members. 3) The Board of Directors calls a Business Meeting open to all members in good standing, to convene at the time of the Annual Meeting. 4) Quorum is 5% of the Society's members in good standing. The Executive Director, with the approval of the Board of Directors, establishes a means of identifying members in good standing who attend and wish to vote at the Business Meeting of the Annual Meeting. <p>The Business Meeting may consider resolutions and deal with proposals of</p>

<p>Business Meeting open to all members in good standing, to convene at the time of the Annual Meeting.</p> <p>Section 7. The Business Meeting may consider resolutions and deal with proposals of any kind concerning the affairs of the Society, including approval of officers appointed by the Executive Board, and exercise any power not reserved to the Executive Board, the Nominating Committee, the Committee on the Annual Meeting, and the elected and appointed officers of the Society. A majority vote shall suffice to pass resolutions at the Business Meeting except when Robert's Rules provides otherwise. At least 10 percent (10%) of the Society's members in good standing who have registered for the Annual Meeting shall be in attendance at the Business Meeting for official votes to be conducted.</p> <p>Section 8. Measures adopted by the Business Meeting shall come before the Executive Board for acceptance, nonconcurrency, or veto within 180 days of their adoption. If accepted, they shall be binding on the Society.</p> <p>Section 9. The Executive Board shall veto any measure adopted by the Business Meeting that it believes to be in violation of the Society's Constitution or which, on advice of counsel, it judges to be in violation of the law. The Board shall publish an explanation of such a veto.</p> <p>Section 10. The Executive Board may vote to concur in any measure adopted by the Business Meeting. Within eight months (240 days) of the adoption of a measure at the Business Meeting with which it does not concur, the Board shall publish its opinion of each measure at the Business Meeting with which it does not concur and submit the measure to the entire membership by means of an electronic ballot. If approved by a majority of the members participating in the electronic ballot, the measure shall be</p>	<p>any kind concerning the affairs of the Society, including approval of officers appointed by the Board of Directors, and exercise any power not reserved to the Board of Directors, the Nominating Committee, the Committee on the Annual Meeting, and the elected and appointed Officers of the Society.</p> <p>Any member of the Society may, subject to the following rules, present resolutions at the annual Business Meetings. Resolutions must be received by the Executive Director at least thirty (30) days before the annual Business Meeting, and must be signed by at least fifty (50) members in good standing of the Society. Resolutions must deal with matters of concern to the Society, to scholarship, or to the academic profession. Normally, resolutions will be placed on the agenda in the order in which they are received, but resolutions that reach the office of the Executive Director in time to be published immediately before the Annual Meeting may, at the discretion of the Executive Committee, be published in the Program. The Board of Directors may also, at its discretion, associate any resolutions offered by a member with any item of business on the agenda.</p> <ol style="list-style-type: none"> a. Measures adopted by the Business Meeting are referred to the Board of Directors for acceptance, dissent, or veto within thirty (30) days of their adoption. A majority vote of the Board is required to accept, dissent from, or veto measures adopted by the Business Meeting. b. The Board of Directors must veto any measure adopted by the Business Meeting that it believes to be in violation of
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<p>binding on the Society. The Executive Board shall receive a printed report of the results of the voting.</p> <p>Section 11. The Executive Board may postpone (until the next Business Meeting at the Annual Meeting) the implementation of any measure adopted at a Business Meeting and/or approved by an electronic ballot if in its judgment that measure is not financially or administratively feasible. The Board shall publish an explanation of such a postponement and shall place the matter on the agenda at the next Business Meeting. No such postponement may continue more than eighteen months.</p> <p>Section 12. The Executive Director, with the approval of the Executive Board, shall establish a means of identifying members in good standing who attend and wish to vote at the Business Meeting of the Annual Meeting.</p>	<p>these Bylaws or which, on advice of counsel, it judges to be in violation of state or federal law. The Board will publish an explanation of such a veto.</p> <p>c. The Board of Directors may vote to dissent from any measure adopted by the Business Meeting. Within sixty (60) days of the adoption of a measure at the Business Meeting with which it does not concur, the Board must publish its opinion of each measure at the Business Meeting from which it dissents and submit such measures to the entire membership by means of an electronic ballot. If approved by a majority of the members participating in the electronic ballot, the measure becomes binding on the Society. The Executive Director manages the vote and reports the results to the Board of Directors.</p> <p>d. The Board of Directors may postpone (until the next Business Meeting at the Annual Meeting) the implementation of any measure adopted at a Business Meeting and/or approved by an electronic ballot if in its judgment that measure is not financially or administratively feasible or contrary to or a violation of the law. The Board must publish an explanation of such a postponement and place the matter on the agenda at the next Business Meeting. No such postponement may continue more than eighteen months.</p>
<p>ARTICLE X. AMENDMENTS AND</p>	<p>ARTICLE X. AMENDMENTS AND</p>

DISSOLUTION

Section 1. Motions to adopt a new Constitution of the Society or to amend the existing Constitution may be initiated by action of the Executive Board or by action of the annual Business Meeting with the concurrence of the Executive Board, or, if the Executive Board does not concur, by vote of the membership. (See Article IX Section 10 above) .

Section 2. A proposal to adopt a new Constitution or to amend the existing one shall be submitted, by means of an electronic ballot, to all members in good standing for their approval. A reasonable period, as stipulated in the Bylaws, shall be allowed for balloting. The membership must approve the new Constitution or the amendments to the existing Constitution by two-thirds vote of those voting on the issue provided that at least twenty percent (20%) of the membership have voted. The Executive Board shall receive a written report of the voting results.

Section 3. The Bylaws of the Society may be amended, augmented, or deleted by the Executive Board with 45 days notice to the members before the Business Meeting at the Annual Meeting of the Society. A resolution passed by the Business Meeting at the Annual Meeting of the Society challenging a new bylaw or deleting or amending an existing bylaw shall be dealt with by the Executive Board in the same manner as are other resolutions adopted at the Business Meeting.

Section 4. Motions to dissolve the Society may be initiated by the Executive Board or by resolution adopted at the Business Meeting of the Society. Such resolutions must be submitted for approval by means of an electronic ballot to members in good standing and must be approved by two-thirds vote of those voting on the resolution, provided that at least ten percent (10%) of

DISSOLUTION

1) Motions to adopt new Bylaws for the Society or to amend the existing Bylaws may be initiated by action of the Board of Directors or by action of the annual Business Meeting with the concurrence of the Board of Directors, or, if the Board of Directors dissents, by vote of the membership.

2) Any proposal to adopt new Bylaws or to amend existing ones requires a 2/3 vote of members present and voting of the Society or a two-thirds vote of those voting on the issue provided that at least ten percent (10%) of the membership have voted. The proposal must be sent to all members thirty (30) days before the Business Meeting or any vote. A resolution passed by the Business Meeting at the Annual Meeting of the Society changing the Bylaws will be dealt with by the Board of Directors in the same manner as are other resolutions adopted at the Business Meeting.

3) Motions to dissolve the Society may be initiated by the Board of Directors or by resolution adopted at the Business Meeting at the Annual Meeting of the Society. Such resolutions must be submitted for approval by means of an electronic ballot to members in good standing and must be approved by two-thirds vote of those voting on the resolution. A period of forty-five (45) days must be allowed for balloting on such a resolution. The Executive Director manages the vote and reports the results to the Board of Directors.

In case of the dissolution of the Society, the Board of Directors selects a not-for-profit exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of the

<p>the membership have voted on the resolution. A reasonable period, as stipulated in the Bylaws, shall be allowed for balloting on such a resolution. The Executive Board shall receive a written report of the voting results.</p> <p>Section 5. In case of the dissolution of the Society, any assets remaining after the obligations of the Society have been paid shall be distributed to such not-for-profit, exempt organizations under Section 501 of the Internal Revenue Code of the United States of America, as it may then be amended, operated in the United States or Canada for scholarly or educational purposes similar to those of the Society, as the Executive Board shall elect.</p>	<p>United States of America, as it may then be amended for scholarly or educational purposes similar to those of the Society, to receive any assets remaining after the obligations of the Society have been paid.</p>
<p>ARTICLE XI. PROCEDURES</p> <p>Unless otherwise specified in the Constitution or the Bylaws, the business of the Society, its Board, and its committees shall be conducted to conform to the procedures contained in the most recent edition of Robert's Rules of Order.</p>	<p>ARTICLE XI. PARLIAMENTARY AUTHORITY</p> <p>The current edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure governs this Society in all parliamentary situations that are not provided for in these Bylaws.</p>
<p>ARTICLE XII. TRANSITION TO THE NEW CONSTITUTION</p> <p>A new Constitution shall become effective on the first day of July following its adoption by the membership.</p>	
<p>BYLAWS</p> <p>(The appropriate portions of the Constitution appear where necessary at the end of the Bylaw.)</p>	

MEMBERSHIP AND DUES

Bylaw 1. A person shall be eligible for student membership for a maximum period of four years. (Article III.2)

Bylaw 2. "Regular" members shall be defined as all individual members in good standing excluding those holding student memberships.

Bylaw 3. For purposes of this Constitution, the disciplinary categories shall be defined as follows:

(a)	English and American Language and Literatures
(b)	Languages and Literatures other than English and American
(c)	Music, Visual Arts, and Performing Arts
(d)	History
(e)	All Other Disciplines

Bylaw 4. The dues within each category shall be determined by the Executive Board with notice of any change in dues published in at least one of the Society's publications no less than 90 days before the next Annual Meeting of the Society and at least 90 days before the new dues are to take effect. (Article III, Section 1b)

Bylaw 5. When the mailing fees assessed by the United States Postal Service require a surcharge to the dues of members with mailing address outside North America to cover additional mailing costs, the Executive Board may assess such a surcharge to the dues of those members provided that such a surcharge reflects only those additional mailing costs reported to the Board by the Treasurer or other responsible fiscal officer. The Board shall review the need for such a surcharge annually. Article (III, Section 2)

EXECUTIVE BOARD

Bylaw 6. The Executive Board shall meet at least once a year at the time of the Annual Meeting of the Society and at such other times as it may determine, or at the call of the President, or, if the President is unable to act, at the call of the First Vice President, or, if both are unable to act, at the call of the Second Vice President, or at the written request of at least four voting members of the Executive Board directed to the Executive Director who shall give notice of the meeting to all members of the Executive Board at least 21 days before the date of the meeting. (Article VI, Section 4)

ELECTIONS (Bylaw 8 amended and Bylaw 9 added by 2015-16 ASECS Executive Board)

Bylaw 7. Nominations shall be made according to the following procedures:
(a) As provided in Article VII, Section 4, the Nominating Committee shall make its report to the Executive Director at least 150 days before the Business Meeting. Its report shall be circulated to the membership 100 days before the Annual Meeting together with instructions for the use of petitions. (Article VII, Section 4)
(b) As provided in Article VII, Section 5, nominations by petition for officers shall be made to the Executive Director at least 65 days prior to the Annual Meeting (Article VII, Section 5).

Bylaw 8. The Executive Director shall provide voting instructions to all those eligible to vote at least 42 days before the first day of the Annual Meeting of the Society (Article VII, Section 7). The deadline for casting ballots is to be one month prior to the start of the annual meeting.

MEETINGS

Bylaw 9. Other special meetings of the Society may be arranged at the discretion of the Executive Board, but no business affecting the whole membership of the Society shall be discussed or concluded at such meetings unless 60 days' notice has been given to all members. (Article IX, Section 2)

Bylaw 10.

- a) Any member of the Society may, subject to the following rules, present resolutions at the annual Business Meetings
- b) Resolutions must be received by the Executive Director at least 21 days before the annual Business Meeting, must be in parliamentary form, and must be signed by at least 20 members in good standing of the Society.
- c) Resolutions must not be more than 500 words in length including all introductory materials.
- d) They must deal with matters of concern to the Society, to scholarship, or to the academic profession.
- e) Normally, resolutions will be placed on the agenda in the order in which they are received, but resolutions which reach the office of the Executive Director in time to be published immediately before the Annual Meeting shall, if the Steering Committee so determined, be published in the Program.
- f) Where it deems appropriate, the Executive Board, or the Steering Committee acting on its behalf, may place resolutions on the agenda without regard to the date of receipt.
- g) The Executive Board may also, at its discretion, associate any resolutions offered by a member with any item of business on the agenda. (Article IX Section 7)

Bylaw 11. To ensure fair and equitable consideration of all resolutions offered by

<p>members, the Executive Director, with the approval of the Executive Board or the Steering Committee, may, in preparing the agenda, fix duration of debate on each resolution and impose rules of cloture, but the Business Meeting, by two-thirds vote, may override any rules of cloture. (Article VI Section 3; Article IX Section 7)</p>	
<p>AMENDMENTS AND DISSOLUTION</p> <p>Bylaw 12. A proposal to adopt a new Constitution or to amend the existing one shall be submitted, by means of an electronic ballot, to all members in good standing for their approval. At least 90 days shall be allowed for balloting. (Article X, Section 2)</p> <p>Bylaw 13. Motions to dissolve the Society may be initiated by the Executive Board or by resolution adopted at the Business Meeting of the Society. Such resolutions must be submitted for approval by means of an electronic ballot to members in good standing and must be approved by two-thirds vote of those voting on the resolution, provided that at least ten percent (10%) of the membership have voted on the resolution. At least 90 days shall be allowed for balloting on such a resolution. (Article X, Section 4)</p>	
<p><u>OTHER</u></p> <p>Bylaw 14. The Executive Board may appoint an official parliamentarian who shall hold office for one year and may be reappointed indefinitely. The parliamentarian shall advise and assist the President in the conduct of the Business Meeting and perform other duties appropriate to his or her office. (Article VI, Section 3; Article VII, Section 1)</p> <p>Bylaw 15. The Executive Board adopted a Policy on Harassment on 28 June 2020. In accordance with this Policy, the Board will hire an external Ombuds and will appoint a Committee on Harassment charged with</p>	

receiving, investigating, and adjudicating complaints from any participant in an ASECS-sponsored activity regarding the violation of the Policy. The work of the Ombuds, the operation of the Committee on Harassment, and ASECS member activities will be consistent with the procedures outlined in this Policy.

3/20/2018: typographical error corrected as per Executive Board

3/18/2020: Bylaw regarding nominating committee charge that had been added in error in 2016 (it had been approved by the Board but not brought to the membership for a vote) has been removed and the original language restored.

DRAFT